



Mayor Teresa Ann Isaac

LEXINGTON - FAYETTE URBAN COUNTY GOVERNMENT
Department of Law

March 28, 2006

Ms. Beth O'Donnell
Executive Director
Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40602-0615

RECEIVED

MAR 29 2006

PUBLIC SERVICE
COMMISSION

Re: Case No. 2005-00534
(Alltel Merger)

Dear Ms. O'Donnell:

Please find enclosed herewith for filing an original and 10 copies of the Lexington-Fayette Urban County Government's Response in the referenced matter. Please contact me should you have any questions pertaining to the same.

Yours truly,

David J. Barberie
Corporate Counsel

ENC

DJB/let476

HORSE CAPITAL OF THE WORLD

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COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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MAR 29 2006

PUBLIC SERVICE
COMMISSION

In the Matter of:

APPLICATION FOR APPROVAL OF THE)
TRANSFER OF CONTROL OF ALLTEL) CASE NO.
KENTUCKY, INC. AND KENTUCKY ALLTEL, INC. AND FOR) 2005-00534
AUTHORIZATION TO GUARANTEE)
INDEBTEDNESS)

**LEXINGTON-FAYETTE URBAN COUNTY
GOVERNMENT'S RESPONSE TO THE APPLICANTS'
RESPONSE TO MOTION, AND REQUEST THAT APPLICANTS
BE REQUIRED TO FURTHER STATE THEIR POSITION
ON THE PROCEDURAL SCHEDULE**

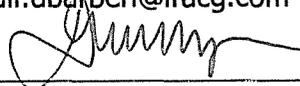
Comes now the Lexington-Fayette Urban County Government (the "LFUCG"), by counsel and responds to the Applicant's Response to Motion of International Brotherhood of Electrical Workers for Full Intervenor Status as follows.

Without filing a separate motion challenging the existing procedural schedule, the Applicants now apparently claim that if this matter is not decided with finality by the Commission by May 23, 2006, the Commission will no longer have jurisdiction to decide the matter at all. If the Applicants intend to forward this argument, the Commission and the intervenors should be fully apprised and allowed to respond. Therefore, the LFUCG respectfully requests that the Commission order the Applicants to further state their position on the Commission's procedural schedule so that the Commission and the parties can fully understand whether the Applicants intend to honor the schedule, and to allow the intervenors to file responses thereto. The LFUCG has no position on the Motion to Intervene.

Respectfully submitted,

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E-Mail: dbarberi@lfucg.com

BY:



David J. Barberie
Corporate Counsel
Leslye M. Bowman
Director of Litigation

CERTIFICATE OF SERVICE

I hereby certify that an original and ten (10) copies of the Lexington-Fayette Urban County Government's Initial Response were served by first class U.S. Mail delivery, postage prepaid, to Beth O'Donnell, Executive Director, Public Service Commission, P.O. Box 615, 211 Sower Boulevard, Frankfort, Kentucky 40602-0615; furthermore, it was served by mailing a copy by first class U.S. Mail delivery, postage prepaid, on the following, all on this the 28th day of March, 2006.

Hon. Amy Dougherty
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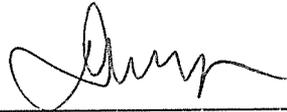
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